

Nominations and Remuneration Committee Meeting

Date of Meeting	Monday 6 February 2017
Paper Title	Committee Membership
Agenda Item	13
Paper Number	NRC4-I
Responsible Officer	Robin Ashton, Executive Director
Status	Non-disclosable
Action	For Approval

1. Report Purpose

- 1.1. Consideration of committee membership for new GCRB board member.

2. Recommendations

- 2.1 The Committee is invited to **recommend** to the Board that the proposed new board member – Michael Ward – should become a member of the Audit Committee.

3. Background

- 3.1. The Board agreed at its meeting on 12 December 2016, to appoint a new board member - Michael Ward. This appointment was sent to the Cabinet Secretary for Education and Lifelong Learning for approval on 14 December 2016. A formal response has yet to be received to this appointment request.
- 3.2. In order that the proposed new member can begin board work at the earliest opportunity, it proposed that the Nominations and Remuneration Committee should make a recommendation on his committee membership, subject to Ministerial approval of the appointment.

4. Current Committee Membership

- 4.1. The Committee’s terms of reference states that the Committee “shall make recommendations to the Board for its approval in relation to ... membership of the audit and remuneration committees, and any other board committees, as appropriate, in consultation with the Chair of the Board and the chair of the relevant committee”.
- 4.2. The current membership of GCRB’s committees is as follows:

Nominations and Remuneration	Performance and Resources	Audit
Jackie Russell (Chair)	Frank Coton (Chair)	Paul Buchanan (Chair)
Lesley Garrick	Paul Buchanan	Caroline MacDonald
Ian Gilmour	Amparo Fortuny	Maureen McKenna
Clare Ireland	Carol Kirk	Grahame Smith
Grahame Smith	Caroline MacDonald	
	Jim O'Donovan	

5. Knowledge, Skills and Experience

5.1 Committee membership needs to strike balance between:

- specific knowledge, skills and experience which is relevant to the work of each committee; and
- individual members' interest in the work of each committee

5.2 Without being unduly restrictive, account should be taken of members' knowledge skills and experience in determining the composition of Committees. The following are suggested as areas of knowledge, skills and experience relevant to the Committees.

Audit	Provision of, or interaction with, Internal and external audit Financial reporting Internal control Risk management Public sector governance Understanding of the further and higher education system
Performance & Resource	Strategic performance management Financial management, public sector funding and value for money Human Resources Estates development Further and higher education provision (including articulation, widening access, etc) Understanding of the further and higher education system.
Nominations & Remunerations	Public sector governance Human Resources Understanding of the further and higher education system.

6. Recommended Committee Membership

4.5 The recruitment exercise for this board member post specifically sought a candidate with an accountancy qualification to strengthen the board's capacity in this area. It is recommended therefore that Michael Ward should join the Audit Committee of the Board.

7. Risk Analysis

7.1 This paper addresses the risk that GCRB's committees do not have access to appropriate knowledge, skills and experience within their members.

8. Legal Implications

8.1 There are no specific legal issues associated with this paper.

9. Financial Implications

9.1 There are no specific financial implications associated with this paper.

10. Regional Outcome Agreement Implications

10.1 There are no specific implications for the Regional Outcome Agreement associated with this paper.